

THE HONORABLE ROBERT J. BRYAN

UNITED STATES DISTRICT COURT  
WESTERN DISTRICT OF WASHINGTON  
AT TACOMA

GMAC, LLC,

Plaintiff,

vs.

HIATT PONTIAC GMC TRUCKS, INC., a  
Delaware corporation, STEPHEN A. HIATT,  
individually, and the marital community  
composed of STEPHEN A. HIATT and JANE  
DOE HIATT; STEVEN M. HIATT and JANE DOE  
HIATT, husband and wife, and THEA HIATT,  
individually and the marital community  
composed of THEA HIATT and JOHN DOE  
HIATT,

Defendants.

NO. C08-5707 RJB

DECLARATION OF STEPHANIE  
BLOOMFIELD IN SUPPORT OF MOTION TO  
COMPEL AND CONTINUE SUMMARY  
JUDGMENT MOTION RESPONSE

NOTING DATE: November 20, 2009

I, Stephanie Bloomfield declare under penalty of perjury under the laws of the  
state of Washington as follows:

1. I am the lead counsel for Defendants on this matter and I am competent to  
testify and make this declaration based upon personal knowledge.

2. On May 27, 2009, I caused discovery to be served on GMAC's local counsel  
in this matter Brian Born. A copy of the Hiatt Pontiac Discovery requests and the LMI  
declaration of service are attached hereto as Exhibit 1.

BLOOMFIELD DECL. - 1 of 4  
(C08-5707 RJB )  
[1454031 v1.doc]

LAW OFFICES  
GORDON THOMAS HONEYWELL LLP  
1201 PACIFIC AVENUE, SUITE 2100  
POST OFFICE BOX 1157  
TACOMA, WASHINGTON 98401-1157  
(253) 620-6500 - FACSIMILE (253) 620-6565

1           3.     On July 31, 2009, I returned from a deposition in Port Angeles to discover  
2     that my son was so ill he could not stand without assistance. He was admitted to the  
3     hospital that night and he was diagnosed with Guillain-Barré Syndrome, gradually  
4     rendered quadriplegic (thankfully only temporarily) and was eventually released from the  
5     hospital on September 23, 2009. Due to his extreme pain and the seriousness of his  
6     condition I stayed at the hospital nearly all of August, spending only a few nights at home.  
7     I was not able to work most of August and was not able to look at the discovery responses  
8     provided by GMAC until the first week of September 2009.

10           4.     Upon my return and review of the discovery issues in this case, I  
11     immediately began working on producing additional information GMAC had requested  
12     from Hiatt in discovery. I also wrote to counsel for GMAC to address what I believed to be  
13     fairly serious deficiencies in GMAC's responses. My e-mail on these issues is attached  
14     hereto as Exhibit 2 and GMAC's responses to Hiatt Pontiac's discovery are attached  
15     hereto as Exhibit 3.

17           5.     In addition, I issued a subpoena to General Motors seeking documents  
18     from it relating to its communications with GMAC regarding Hiatt Pontiac. Exhibit 4.  
19     Despite giving GM the 30 days requested to respond and completing a confidentiality  
20     agreement it demanded, to date it has not produced responsive information. Copies of  
21     GM's response and the executed confidentiality agreement are attached hereto as  
22     Exhibit 5. Attached as Exhibit 6 is a letter sent via facsimile to GM again demanding the  
23     responsive information.

25           6.     The stonewalling of GMAC and GM in providing information in response to  
26     Hiatt Pontiac's proper requests has severely hampered my ability to respond to GMAC's

1 pending motion for summary judgment. The critical issue in this case is that GMAC itself  
2 acted in bad faith and in breach of the Wholesale Security Agreement by coming in and  
3 even though Hiatt Pontiac had not missed a payment to GMAC, it deliberately took action  
4 intended to put Hiatt Pontiac out of business saving its affiliate GM from having to pay  
5 either the \$1 million or later \$200,000 it had offered for the dealership. This evidence  
6 relates directly to GMAC's affirmative partial summary judgment for breach of the WSA,  
7 and its summary judgment on Hiatt Pontiac's counterclaims.  
8

9 7. GMAC has failed to produce any communications internally or with GM  
10 relating to Hiatt Pontiac from February - August 2008. There was an earlier audit of Hiatt  
11 Pontiac in April 2008, but no documents relating to that audit were produced by GMAC.  
12 Every year GMAC performed an administrative review of Hiatt Pontiac beginning in the  
13 July/August time frame. No documents relating to this review were produced for 2008,  
14 although GMAC produced the 2007 review.  
15

16 8. On Friday October 30, 2009 I had a discovery teleconference with Mark  
17 Wraight, one of GMAC's attorneys. In that discussion we were able to resolve some  
18 issues, but GMAC still refuses to produce all responsive documents relating to its  
19 communications with GM and internally within GMAC relating to Hiatt Pontiac. Attached  
20 as Exhibit 7 is a copy of an e-mail sent to Mr. Wraight to summarize the outstanding  
21 issues and alert him to this motion and the prompt need for this information.  
22

23 9. Due to the timing of these issues I would ask the court to waive the normal  
24 deadlines imposed by the rules and the court's order relating to discovery motions in  
25 accord with CR 7(d)(2)(A). I would also ask that Hiatt Pontiac be permitted at least 10  
26 court days to review the materials and prepare its response to GMAC's pending motion for

1 summary judgment. Trial is set for January 25, 2010 and mediation is being scheduled  
2 for December 10, 2009. Defendants' response to GMAC's motion for partial summary  
3 judgment is currently due on November 16, 2009. Thus, should GMAC and GM provide  
4 the documents by November 30<sup>th</sup> , Defendants would be able to file their response to  
5 GMAC's motion on December 11, 2009.

6 Dated this 3<sup>rd</sup> day of November, 2009 at Tacoma, Washington.

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9 Stephanie Bloomfield  
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# EXHIBIT 1

<b>ABC-LEGAL MESSENGERS INC.</b>	<b>SEATTLE</b> 601 THIRD AVE. SEATTLE, WA 98104 PH(S): ABC 682-1675 LMI 623-8771 1-800-736-7295 FAX: 206-625-9247		<b>TACOMA</b> 943 TACOMA AVE. SO. TACOMA, WA 98402 PH(S): ABC 272-3278 LMI 383-1791 1-800-736-7250 FAX: 253-272-9359		<b>BELLEVUE</b> 126 107TH N.E. BELLEVUE, WA 98004 PH: 455-0102 FAX: 206-455-3153		<b>EVERETT</b> 2927 ROCKEFELLER EVERETT, WA 98201 PH: 258-4591 1-800-869-7785 FAX: 206-252-9322		<b>OLYMPIA</b> 119 WEST LEGION WAY OLYMPIA, WA 98501 PH(S): 754-6585 1-800-828-0199 FAX: 206-357-3302																																						
	<b>MESSENGER SERVICE LAST DAY &amp; TIME</b>		<b>FIRM NAME:</b>		<b>ADDRESS:</b>		<b>ATTY</b>	<b>SEC</b>	<b>PHONE:</b>																																						
	5/27/09		GORDON THOMAS HONEYWELL LLP		1201 Pacific Avenue, Ste 2100 P. O. Box 1157, Tacoma 98401		GAM	Gina M.	(253) 620-6498																																						
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		24993-00004		C08-57078 RJB		May 26, 2009																																									
<b>DOCUMENTS:</b>		GMC Discovery to GMAC; SMH Discovery to GMAC; SAH Discovery to GMAC								<b>ABC CLIENT #12410</b>																																					
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(1)		Brian M. Born Turnbull & Born 950 Pacific Avenue, Suite 1050 Tacoma, WA 98402-4435				(2)																																									
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UNITED STATES DISTRICT COURT  
WESTERN DISTRICT OF WASHINGTON  
AT TACOMA

GMAC, LLC,

Plaintiff,

v.

HIATT PONTIAC GMC TRUCK, INC., a Delaware corporation, STEPHEN A. HIATT, individually, and the marital community composed of STEPHEN A. HIATT and JANE DOE HIATT, husband and wife; STEPHEN M. HIATT, individually, and the marital community composed of STEVEN M HIATT and JANE DOE HIATT, husband and wife, and THEA HIATT, individually, and the marital community composed of THEA HIATT and JOHN DOE HIATT, husband and wife,

Defendants.

No. C08-5707 RJB

DEFENDANT/COUNTERCLAIMANT  
STEPHEN A. HIATT'S FIRST  
INTERROGATORIES AND REQUESTS FOR  
PRODUCTION TO GMAC

TO: GMAC, LLC  
AND TO: Brian M. Born and Mark I. Wraight, ITS ATTORNEYS

Pursuant to Rules 33 and 34, of the Federal Rules of Civil Procedure, defendant/counterclaimant Stephen A. Hiatt request that GMAC answer, under oath, and in accordance with Rules 33 and 34 of the Civil Rules for Superior Court, the following interrogatories and produce the documents requested in the Request to Produce set

Steven A. Hiatt's First Discovery to GMAC - 1 of 8  
1430967

LAW OFFICES  
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1201 PACIFIC AVENUE, SUITE 2100  
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MAY 27 2009

BORN, PLLC

UNITED STATES DISTRICT COURT  
WESTERN DISTRICT OF WASHINGTON  
AT TACOMA

GMAC, LLC,

Plaintiff,

v.

HIATT PONTIAC GMC TRUCK, INC., a Delaware corporation, STEPHEN A. HIATT, individually, and the marital community composed of STEPHEN A. HIATT and JANE DOE HIATT, husband and wife; STEPHEN M. HIATT, individually, and the marital community composed of STEVEN M HIATT and JANE DOE HIATT, husband and wife, and THEA HIATT, individually, and the marital community composed of THEA HIATT and JOHN DOE HIATT, husband and wife,

Defendants.

No. C08-5707 RJB

DEFENDANT/COUNTERCLAIMANT HIATT  
PONTIAC GMC'S FIRST INTERROGATORIES  
AND REQUESTS FOR PRODUCTION TO  
GMAC

TO: GMAC, LLC  
AND TO: Brian M. Born and Mark I. Wraight, ITS ATTORNEYS

Pursuant to Rules 33 and 34, of the Federal Rules of Civil Procedure, Defendant/Counterclaimant Hiatt Pontiac GMC's request that GMAC answer, under oath, and in accordance with Rules 33 and 34 of the Civil Rules for Superior Court, the following interrogatories and produce the documents requested in the Request to

Hiatt Pontiac GMC's First Discovery to GMAC - 1 of 19  
1430088

LAW OFFICES  
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1201 PACIFIC AVENUE, SUITE 2100  
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TACOMA, WASHINGTON 98401-1167  
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UNITED STATES DISTRICT COURT  
WESTERN DISTRICT OF WASHINGTON  
AT TACOMA

GMAC, LLC,

Plaintiff,

v.

HIATT PONTIAC GMC TRUCK, INC., a Delaware corporation, STEPHEN A. HIATT, individually, and the marital community composed of STEPHEN A. HIATT and JANE DOE HIATT, husband and wife; STEPHEN M. HIATT, individually, and the marital community composed of STEVEN M HIATT and JANE DOE HIATT, husband and wife, and THEA HIATT, individually, and the marital community composed of THEA HIATT and JOHN DOE HIATT, husband and wife,

Defendants.

No. C08-5707 RJB

DEFENDANT/COUNTERCLAIMANT STEVEN M. HIATT'S FIRST INTERROGATORIES AND REQUESTS FOR PRODUCTION TO GMAC

TO: GMAC, LLC  
AND TO: Brian M. Born and Mark I. Wraight, ITS ATTORNEYS

Pursuant to Rules 33 and 34, of the Federal Rules of Civil Procedure, defendant counterclaimant Steven M. Hiatt requests that GMAC answer, under oath, and in accordance with Rules 33 and 34 of the Civil Rules for Superior Court, the following interrogatories and produce the documents requested in the Request to Produce set

Steven M. Hiatt's First Discovery to GMAC - 1 of 6  
1430968

LAW OFFICES  
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1201 PACIFIC AVENUE, SUITE 2100  
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(253) 820-6500 - FACSIMILE (253) 620-6565

# EXHIBIT 2

**Bloomfield, Stephanie L.**

---

**From:** Bloomfield, Stephanie L.  
**Sent:** Tuesday, September 08, 2009 1:42 PM  
**To:** 'Mark I. Wraight'  
**Subject:** Discovery Issues  
**Attachments:** SFX153A.pdf

Dear Mark:

I am writing in follow up to your letter regarding Hiatt Pontiac's discovery responses, and to follow up on Hiatt Pontiac and Stephen M. Hiatt's discovery to GMAC. I apologize for the delay in this response, I was out on emergency leave for three weeks due to my son's hospitalization and have only recently returned to work. If this negatively impacts our ability to complete discovery or follow up, I remain willing to cooperate on these issues.

**Columbia Bank Statements** - these were provided by Columbia Bank.

**Sound Credit Union Statements before September 2008** - this account was not opened until August 2008, thus Hiatt Pontiac does not have statments for the earlier dates.

**Heritage Bank Statements before 2007** - This account was opened in January 2007, thus Hiatt Pontiac does not have statements for the earlier dates.

**American Express Statements** - Hiatt has produced the statements through 2008 that it was able to locate it its possession. We are willing to cooperate in obtaining earlier records from AMEX if necessary.

**Home Depot Statements** - Statements in Hiatt's possession were produced through 2008. We are willing to cooperate in obtaining earlier records from Home Depot if necessary.

**Tax Returns** - These were produced in full from 2006 (HI00783-809) and 2007 (HI00810-841). The 2008 return has not been prepared yet.

**Financial Statements** - The only additional statements other than the Dealer Operating Reports we provided were "thirteenth month" statements prepared annually for tax purposes, that involves posting and reversal of various entries. Please advise if you want copies of these.

We previously provided three CD's containing full electronic copies of the only financial database used by Hiatt, the R&R ERA system.

**Leases** - this document was produced in full in our initial production (HI00900-914)

Similarly, we have some concerns regarding GMAC's responses to discovery from Hiatt Pontiac and Stephen M. Hiatt. I am hopeful that we can work cooperatively to resolve these issues as well.

**Omitted/Ignored Responding to Interrogatories No. 2 and No. 3 and Request for Production No. 1 Propounded by Stephen M. Hiatt:**

11/3/2009

Our original discovery from Stephen M. Hiatt propounded to Mr. Born on June 27, 2009, included a full text Interrogatory No. 2, followed by a Request for Production No. 1 and an Interrogatory No. 3, none of which were included on your responses. I have attached the originals for your review. Can GMAC please respond fully to these inquiries?

**Hiatt Pontiac Interrogatory Nos. 11 and 12**

I understand that you object that these are too broad and, in light of GMAC's extensive involvement in litigation, would be burdensome. I will agree to narrow the scope of these requests to actions by GMAC to enforce paragraph 4 of the Wholesale Security Agreement. Please identify any relevant litigation in the stated time period.

**Hiatt Pontiac Interrogatory Nos. 20 and 22 and Requests for Production Nos. 25 and 26**

These seek information about the identity of persons who were involved in communications between GMAC and GM re Hiatt inventory and open accounts. Although answered affirmatively, no persons are identified nor are responsive documents identified other than a general statement that documents "will be produced". Please identify the relevant individuals and documents. If the documents have not been provided please provide these forthwith.

**Hiatt Pontiac Interrogatory No. 24 and Request for Production No. 28**

These seek information about GMAC internal communications re Hiatt Pontiac from 2006-2008 and are directly relevant to the claims and counterclaims in this litigation. GMAC completely refused to respond. Please provide responsive information and documents immediately.

I know the deadline for discovery motions was today. Obviously, if we are not able to get these documents we will need to confer in advance of a discovery motion. Hopefully we can cooperatively work to provide this information without motion practice, but I wanted to alert you to the deadline and note that I will not be objecting to motions after that deadline in light of my absence and your courtesy in accommodating my schedule. That being said, we may also need to seek relief outside the deadline. My preference is to work cooperatively to the extent possible to ensure that both sides get the necessary information to permit full presentation of the issues at trial.

**Stephanie Bloomfield**

Attorney at Law



1201 Pacific Avenue, Suite 2100  
Tacoma, Washington 98402  
T 253 620 6514  
F 253 620 6565  
<http://www.gth-law.com>

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11/3/2009

# EXHIBIT 3

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AUG 04 2009

1 JOHN B. SULLIVAN (CA State Bar No. 96742, *Admitted Pro Hac Vice*)  
2 DUANE M. GECK (CA State Bar No. 114823, *Admitted Pro Hac Vice*)  
3 MARK I. WRIGHT (CA State Bar No. 228303, *Admitted Pro Hac Vice*)  
4 SEVERSON & WERSON  
5 A Professional Corporation  
6 One Embarcadero Center, Suite 2600  
7 San Francisco, CA 94111  
8 Telephone: (415) 398-3344  
9 Facsimile: (415) 956-0439

6 BRIAN M. BORN (WA State Bar No. 25334)  
7 TURNBULL & BORN, PLLC  
8 950 Pacific Ave., Suite 1050  
9 Tacoma, WA 98402  
10 Telephone: (253) 383-7058  
11 Facsimile: (253) 572-7220

12 Attorneys for Plaintiff/Counter-Defendant  
13 GMAC LLC

11 UNITED STATES DISTRICT COURT  
12 WESTERN DISTRICT OF WASHINGTON  
13 AT TACOMA  
14

15 GMAC LLC,

16 Plaintiff,

17 vs.

18 HIATT PONTIAC GMC TRUCK, INC., a  
19 Delaware corporation; STEPHEN A. HIATT,  
20 individually, and the marital community  
21 composed of STEPHEN A. HIATT and JANE  
22 DOE HIATT, husband and wife; STEPHEN  
23 M. HIATT, individually, and the marital  
24 community composed of STEVEN M. HIATT  
25 and JANE DOE HIATT, husband and wife;  
26 and THEA HIATT, individually, and the  
27 marital community composed of THEA  
28 HIATT and JOHN DOE HIATT, husband and  
wife,

Defendants.

AND RELATED COUNTERCLAIM

Case No.: C08-5707 RJB

**GMAC'S RESPONSES TO  
HIATT PONTIAC GMC'S  
FIRST INTERROGATORIES AND  
REQUESTS FOR PRODUCTION  
OF DOCUMENTS**

1 PROPOUNDING PARTY: HIATT PONTIAC GMC

2 RESPONDING PARTY: GMAC, LLC

3 SET NUMBER: ONE

4 Pursuant to Rules 33 and 34 of the Federal Rules of Civil Procedure, GMAC responds to  
5 Hiatt Pontiac GMC Truck, Inc.'s first set of interrogatories and requests for production of  
6 documents as follows:

7 **DISCOVERY REQUESTS AND RESPONSES**

8 **INTERROGATORY NO. 1:** Identify all individuals who participated or assisted in  
9 answering these interrogatories, responding to these requests for production of documents, or  
10 selecting or assembling documents in response to these requests. For each individual identified,  
11 state by number each response with which that individual assisted.

12 **ANSWER:**

13 Counsel for GMAC, Robert Halcovich, Michele Smith, and Don Rice (for all  
14 interrogatories and requests for production).

15 **INTERROGATORY NO. 2:** Identify all individuals whom you believe may have  
16 knowledge respecting any of the facts, matters or transactions referred to in the First Amended  
17 Complaint. For each individual identified briefly state the subjects upon which the individual has  
18 knowledge.

19 **ANSWER:**

20 GMAC objects to this interrogatory because it is overbroad and extremely burdensome to  
21 the extent it asks GMAC to identify all individuals with knowledge of any of the "facts, matters  
22 or transactions" referred to in the First Amended Complaint, without any regard to the scope an  
23 individual's knowledge or relevancy to the parties' claims and defenses. For example, the second  
24 paragraph in the First Amended Complaint states "Hiatt Pontiac GMC Truck, Inc. is believed to  
25 be a Delaware corporation with its principal place of business in Pierce County, Washington."  
26 Certainly countless individuals, including Hiatt Pontiac's former customers or vendors, are likely  
27 to have knowledge that Hiatt Pontiac has its principal place of business in Pierce County. But  
28

1 that does not necessarily mean that those individuals have knowledge of facts relevant to the  
2 parties' claims or defenses.

3 GMAC further objects to this interrogatory because discovery is ongoing. Among other  
4 things, GMAC has not yet been able to obtain the depositions of Stephen A. Hiatt, Steven M.  
5 Hiatt, Thea Hiatt, Melissa Branham, or Dean Carpenter. Those depositions are likely to reveal  
6 the identities of individuals with knowledge of facts relevant to the parties' claims or defenses.

7 Subject to and without waiving the foregoing, GMAC responds as follows:

8 Officers, employees and agents of GMAC with knowledge of the Wholesale Security  
9 Agreement between Hiatt Pontiac and GMAC, Hiatt Pontiac's performance under the terms of the  
10 Wholesale Security Agreement, Hiatt Pontiac's breach of the Wholesale Security Agreement, the  
11 operations of Hiatt Pontiac, and the historical financial condition of Hiatt Pontiac, including but  
12 not limited to: Don Rice, Michele Smith, Sheldon Nicklin, Jennifer Rogness, Doug Morton, Dan  
13 Antonelli, Tammie Kerr, Jerry Vick, Ted Modrzejewski, Ramona Salavea, Nancy Lui, Greg  
14 Moffitt, Mike Nestor, Dean Scacco, and Jim Garland.

15 On information and belief, former officers, employees and agents of Hiatt Pontiac with  
16 knowledge of the Wholesale Security Agreement between Hiatt Pontiac and GMAC, Hiatt  
17 Pontiac's performance under the terms of the Wholesale Security Agreement, Hiatt Pontiac's  
18 breach of the Wholesale Security Agreement, the operations of Hiatt Pontiac, and the historical  
19 financial condition of Hiatt Pontiac, including but not limited to: Melissa Branham, Ed  
20 Fautenberry, Joyce Glassley, Amber Ketrenos, Robert Flood, Ben Hiatt, Mike Edmonds, Dean  
21 Carpenter, KC Lindt, Eric Mayfield, Sonja Mawdsley, Scott Griffith, Mark Unsell, David E.  
22 Hiatt, Barbara Talamine, and Phyllis Corr.

23 Stephen A Hiatt. Mr. Hiatt is expected to have knowledge of Wholesale Security  
24 Agreement between Hiatt Pontiac and GMAC, Hiatt Pontiac's performance under the terms of the  
25 Wholesale Security Agreement, Hiatt Pontiac's breach of the Wholesale Security Agreement, the  
26 operations of Hiatt Pontiac, and the historic financial condition of Hiatt Pontiac.

27 Steven M. Hiatt. Mr. Hiatt is expected to have knowledge of Wholesale Security  
28 Agreement between Hiatt Pontiac and GMAC, Hiatt Pontiac's performance under the terms of the



1 Wholesale Security Agreement, Hiatt Pontiac's breach of the Wholesale Security Agreement, the  
2 operations of Hiatt Pontiac, and the historic financial condition of Hiatt Pontiac.

3 Carol Hiatt. Ms. Hiatt is expected to have knowledge about the historic financial  
4 condition of Hiatt Pontiac.

5 Thea Hiatt. Ms. Hiatt is expected to have knowledge about Hiatt Pontiac's breach of the  
6 Wholesale Security Agreement, the operations of Hiatt Pontiac, and the historic financial  
7 condition of Hiatt Pontiac.

8 Tony Triccoli. Mr. Triccoli is expected to have knowledge about the sale of GMAC's  
9 collateral.

10 Bobby Anderson. Mr. Anderson is expected to have knowledge about the sale of  
11 GMAC's collateral.

12 JT Curry. Mr. Curry is expected to have knowledge about the sale of GMAC's collateral.

13 Don Wengler. Please see Mr. Wengler's expert designation and report previously  
14 produced on July 29, 2009.

15 **INTERROGATORY NO. 3:** Identify every document that GMAC claims to create a  
16 security interest in "non-floored" vehicles, and specify the language GMAC relies upon in  
17 making this allegation.

18 **ANSWER:**

19 Wholesale Security Agreement. Specifically paragraph 4.

20 **REQUEST FOR PRODUCTION NO. 1:** Please produce any and all documents  
21 GMAC relies upon to support its allegation that it has a security interest in "non-floored"  
22 vehicles.

23 **RESPONSE:**

24 GMAC will produce all responsive documents within its possession, custody or control  
25 that have not previously been produced by either party.

26 **INTERROGATORY NO. 4:** Please identify, with specificity, any and all vehicles,  
27 including VIN number and description for all inventory GMAC claims were "out of trust" sales  
28 under the Wholesale Security Agreement, and identify any documents that support this allegation.

**ANSWER:**

GMAC objects to this interrogatory because to the extent it seeks information about each one of the vehicle sold "out of trust," it exceeds the statutory limit of 25 interrogatories.

Subject to and without waiving the foregoing, GMAC responds that the following vehicles were sold "out of trust" in violation of Hiatt Pontiac's obligations under the Wholesale Security Agreement, and all amendments thereto:

VIN	N/U	YR	MODEL	FLOOR PLAN AMOUNT	BATES (GMAC/Hiatt designation)
JH4DC53856S001762	U	2006	RSX	16,200.00	04062-04162
6MMAP67P54T001936	U	2004	DIAMANTE	7,000.00	04163-04166
6MMAP67P34T007072	U	2004	DIAMANTE	8,500.00	04167-04244
J8DC4B16057017555	U	2005	W4500	17,500.00	04245-04288
4A3AA46G13E092771	U	2003	GALANT	4,500.00	04289-04319
1GTGG29C381100893	N	2008	SAVANA	23,483.33	06393-06434
JS2YB413195101745	N	2009	SX4	18,111.74	06435-06507
1GCES14P24B104917	U	2004	SSR	24,000.00	04320-04421
2S3DA417686108080	N	2008	XL7	27,432.94	06508-06577
2G2WR524841116879	U	2004	GRAND PRIX	9,250.00	04422-04515
3GNEC12027G122162	U	2007	AVALANCHE	26,800.00	03403-03468
2G2WP552481123303	U	2008	GRAND PRIX	13,095.00	04516-04590
1G2MG35X27Y132083	U	2007	SOLSTICE	19,000.00	04591-04656
1GKEV33738J141074	U	2008	ACADIA	31,795.00	04657-04754
1G2ZH58N974158163	U	2007	G6	13,325.00	03360-03402
1GKEK63U42J160997	U	2002	DENALI	11,000.00	04755-04843
1GTHK23K58F170188	N	2008	SIERRA	40,574.03	06578-06627
1G8AZ52F94Z171804	U	2004	ION	7,075.00	04844-04920
1D7HU18D54J177153	U	2004	RAM TRUCK	15,700.00	
1GAHG35U271188822	U	2007	EXPRESS VAN	16,175.00	04921-04973
1G2AN18BX87190642	N	2008	G5	21,594.08	06628-06708
1GDJC34K48E197323	N	2008	SIERRA	25,425.93	06709-06763
1GKDT13S352197676	U	2005	ENVOY	13,175.00	05293-05338
2G2WP542751207712	U	2005	GRAND PRIX	8,700.00	05339-051421
1GTHK23D46F214017	U	2006	SIERRA	24,000.00	
2GTEK63N651218787	U	2005	SIERRA	15,000.00	05422-05490
1G8AZ54F84Z231147	U	2004	ION	5,500.00	03336-03359
1GCDT136058233979	U	2005	COLORADO	15,790.00	
1GKFG15T271246510	N	2007	SAVANA	24,997.23	05638-05663
1G1AL55F677246549	U	2007	COBALT	9,600.00	03237-03335
1G1AK15F477273342	U	2007	COBALT	7,735.50	07074-07140
1G2ZG558864278097	U	2006	G6	10,285.00	05993-06093
3GNFK16367G278281	U	2007	K1500	24,595.00	06094-06151
1G2AL18F087339410	N	2008	G5	17,886.38	05664-05690
2G1WF55E049378012	U	2004	IMPALA	7,600.00	05065-05140
J8DB4W16177400815	N	2007	GMC5	42,847.00	03540-03593

1	J8DB4W16477401750	N	2007	GMC	43,409.00	05691-05759
2	2GTEK13T441419314	U	2004	SIERRA	14,000.00	05141-05190
3	1GDJ6C1396F421262	N	2006	C6500	51,411.20	
4	5Y2SP67069Z435935	N	2009	VIBE	19,759.70	05760-05840
5	5Y2SR670X9Z436810	N	2009	VIBE	21,210.20	05841-05897
6	6G2VX12U36L512146	U	2006	GTO	20,265.00	05191-05292
7	2HKYF18605H524209	U	2005	PILOT	16,500.00	05558-05637
8	1GTHC24K87E543448	N	2007	SIERRA	24,081.13	03644-03728
9	2C3AE76K14H693903	U	2004	CHRYSLER 300	7,500.00	03520-03539
10	1G1AM55B367702211	U	2006	COBALT	11,000.00	05898-05992
11	3VWST71K96M714785	U	2006	JETTA	21,240.00	02843-02931
12	KL1TD66627B745693	U	2007	AVEO	6,800.00	02932-03000
13	4KLB4B1476J801893	U	2006	ISUZU	17,100.00	03001-03040
14	JNKC54E04M814356	U	2004	G35	17,240.00	03041-03092
15	KL5JD66Z98K857313	N	2008	RENO	14,822.34	03729-03820
16	KL5JD66Z58K858619	N	2008	RENO	14,822.34	03821-03888
17	1FTZR15E43PA54291	U	2003	RANGER	6,000.00	03093-03162
18	WBAET37494NJ47317	U	2004	325I	10,800.00	03163-03236
19	JNALC80H57AN60208	N	2007	UD SERIES	58,200.00	03980-04042
20	1GTGG25C881164272	N	2008	SAVANA	22,622.15	02788-02842
21	JA3AH86CX6V040535	U	2006	MITSUBISHI	23,500.00	
22	1D7HW48N85S342452	U	2005	DAKOTA	16,040.00	
23	1GKEV33797J115108	U	2007	ACADIA	26,100.00	
24	1G2HZ54Y65U108455	U	2005	BONNEVILLE	11,075.00	
25	2GTEK19J081240702	N	2008	GMC SIERRA	30,334.08	
26	1GKEV33798J305928	N	2008	ACADIA	43,142.08	
27	5Y2SM62874Z436333	U	2004	VIBE	7,500.00	
28	1GDE4C3908F418150	N	2008	C4500	46,116.43	

This information is also contained in GMAC's "Control Log" spreadsheet, and "Deficiency" spreadsheet.

**REQUEST FOR PRODUCTION NO. 2:** Please produce any and all documents identified in your answer to the preceding interrogatory.

**RESPONSE:**

GMAC will produce all responsive documents within its possession, custody or control that have not previously been produced by either party.

**INTERROGATORY NO. 5:** Please state any and all facts, identify witnesses, and identify documents that support GMAC's allegation in paragraph 15 of the First Amended Complaint that the vehicles that were "out of trust had a value of \$1,201,632.38."

1           **ANSWER:**

2           GMAC objects to this interrogatory because to the extent it seeks information about each  
3 one of the vehicles sold "out of trust," it exceeds the statutory limit of 25 interrogatories.

4           Subject to and without waiving the foregoing, GMAC responds that pursuant to FRCP  
5 33(d), the answer to this interrogatory may be determined by examining, auditing, compiling,  
6 abstracting, or summarizing the business records of both GMAC and Hiatt Pontiac, and that the  
7 burden of deriving or ascertaining the answer will be substantially the same for either party. The  
8 answer to this interrogatory may be compiled from GMAC's wholesale billing records,  
9 previously produced as bates nos. GMAC/Hiatt 08989-09329, and Hiatt Pontiac's dealer jackets  
10 previously produced as bates nos. GMAC/Hiatt 04062-04162, 04163-04166, 04167-04244,  
11 04245-04288, 04289-04319, 06393-06434, 06435-06507, 04320-04421, 06508-06577, 04422-  
12 04515, 03403-03468, 04516-04590, 04591-04656, 04657-04754, 03360-03402, 04755-04843,  
13 06578-06627, 04844-04920, 04921-04973, 06628-06708, 06709-06763, 05293-05338, 05339-  
14 051421, 05422-05490, 03336-03359, 05638-05663, 03237-03335, 07074-07140, 05993-06093,  
15 06094-06151, 05664-05690, 05065-05140, 03540-03593, 05691-05759, 05141-05190, 05760-  
16 05840, 05841-05897, 05191-05292, 05558-05637, 03644-03728, 03520-03539, 05898-05992,  
17 02843-02931, 02932-03000, 03001-03040, 03041-03092, 03729-03820, 03821-03888, 03093-  
18 03162, 03163-03236, and 03980-04042.

19           Notwithstanding its reliance on FRCP 33(d), GMAC also responds that based on its  
20 review and analysis of the documents identified above, it is informed and believes that a total of  
21 64 units were sold "out of trust." The floor plan value of those vehicles, excluding wholesale  
22 interest charges, was approximately \$1,247,838.81. Presently, a total of 59 units, with an  
23 approximate floor plan value of \$1,109,671.22, continue to be "out of trust." This information is  
24 contained in GMAC's "Control Log" spreadsheet, "Deficiency" spreadsheet, and Default  
25 Collateral Valuation Report.

26           GMAC is informed and believes that the following persons may have knowledge about  
27 these facts and documents: Stephen A. Hiatt, Steven M. Hiatt, Carol Hiatt, Thea Hiatt, Dean  
28

1 Carpenter, Melissa Branham, Don Rice, Michele Smith, Robert Halcovich, Dean Scacco, Jennifer  
2 Rogness, and Don Wengler.

3 **REQUEST FOR PRODUCTION NO. 3:** Please produce any and all documents  
4 identified in your answer to the preceding interrogatory.

5 **RESPONSE:**

6 GMAC will produce all responsive documents within its possession, custody or control  
7 that have not previously been produced by either party.

8 **INTERROGATORY NO. 6:** Please state any and all facts, identify witnesses, and  
9 identify documents that support GMAC's allegation in paragraph 18 of the first Amended  
10 Complaint "that dealer and/or Hiatt has proceeds from the 'out of trust' sales in its possession,  
11 directly or indirectly . . . ."

12 **ANSWER:**

13 GMAC objects to this interrogatory because to the extent it seeks information about each  
14 one of the vehicles sold "out of trust," it exceeds the statutory limit of 25 interrogatories.

15 Subject to and without waiving the foregoing, GMAC responds that pursuant to FRCP  
16 33(d), the answer to this interrogatory may be determined by examining, auditing, compiling,  
17 abstracting, or summarizing the business records of both GMAC and Hiatt Pontiac, and that the  
18 burden of deriving or ascertaining the answer will be substantially the same for either party. The  
19 answer to this interrogatory may be compiled from Hiatt Pontiac's dealer jackets, previously  
20 produced as bates nos. GMAC/Hiatt 04062-04162, 04163-04166, 04167-04244, 04245-04288,  
21 04289-04319, 06393-06434, 06435-06507, 04320-04421, 06508-06577, 04422-04515, 03403-  
22 03468, 04516-04590, 04591-04656, 04657-04754, 03360-03402, 04755-04843, 06578-06627,  
23 04844-04920, 04921-04973, 06628-06708, 06709-06763, 05293-05338, 05339-051421, 05422-  
24 05490, 03336-03359, 05638-05663, 03237-03335, 07074-07140, 05993-06093, 06094-06151,  
25 05664-05690, 05065-05140, 03540-03593, 05691-05759, 05141-05190, 05760-05840, 05841-  
26 05897, 05191-05292, 05558-05637, 03644-03728, 03520-03539, 05898-05992, 02843-02931,  
27 02932-03000, 03001-03040, 03041-03092, 03729-03820, 03821-03888, 03093-03162, 03163-  
28 03236, and 03980-04042. The answer may also be compiled, in part, from the incomplete bank



1 records Hiatt Pontiac previously produced as HI002267-HI002477, HI002478-HI002685,  
2 HI002686-HI003006, HI003007-HI003021, and HI003022-HI003062).

3 GMAC is informed and believes that the following persons may have knowledge about  
4 these facts and documents: Stephen A. Hiatt, Steven M. Hiatt, Carol Hiatt, Thea Hiatt, Dean  
5 Carpenter, Melissa Branham, Don Rice, Michele Smith, Robert Halcovich, Jennifer Rogness,  
6 Dean Scacco, Jim Garland, and Don Wengler.

7 **REQUEST FOR PRODUCTION NO. 4:** Please produce any and all documents  
8 identified in your answer to the preceding interrogatory.

9 **RESPONSE:**

10 GMAC will produce all responsive documents within its possession, custody or control  
11 that have not previously been produced by either party.

12 **INTERROGATORY NO. 7:** Please state any and all facts, identify witnesses, and  
13 identify documents that support GMAC's allegation in paragraph 22 of the First Amended  
14 Complaint that "as of August 31, 2008, the total amount owing by dealer was \$11,835,628.69." If  
15 you contend some different amount is owed, please state the amount you assert is owed and all  
16 state all facts, identify witnesses; and identify documents to support any amount currently  
17 claimed.

18 **ANSWER:**

19 GMAC responds that pursuant to FRCP 33(d), the answer to this interrogatory may be  
20 determined by examining, auditing, compiling, abstracting, or summarizing the business records  
21 of both GMAC and Hiatt Pontiac, and that the burden of deriving or ascertaining the answer will  
22 be substantially the same for either party. The answer to this interrogatory may be compiled from  
23 GMAC's wholesale billing records, previously produced as bates nos. GMAC/Hiatt 08989-  
24 09329, and Hiatt Pontiac's dealer jackets previously produced as bates nos. GMAC/Hiatt 04062-  
25 04162, 04163-04166, 04167-04244, 04245-04288, 04289-04319, 06393-06434, 06435-06507,  
26 04320-04421, 06508-06577, 04422-04515, 03403-03468, 04516-04590, 04591-04656, 04657-  
27 04754, 03360-03402, 04755-04843, 06578-06627, 04844-04920, 04921-04973, 06628-06708,  
28 06709-06763, 05293-05338, 05339-051421, 05422-05490, 03336-03359, 05638-05663, 03237-

03335, 07074-07140, 05993-06093, 06094-06151, 05664-05690, 05065-05140, 03540-03593, 05691-05759, 05141-05190, 05760-05840, 05841-05897, 05191-05292, 05558-05637, 03644-03728, 03520-03539, 05898-05992, 02843-02931, 02932-03000, 03001-03040, 03041-03092, 03729-03820, 03821-03888, 03093-03162, 03163-03236, and 03980-04042. This information is also contained in GMAC's "Control Log" spreadsheet "Deficiency" spreadsheet, and Default Collateral Valuation Report.

Notwithstanding its reliance on FRCP 33(d), GMAC also responds that based on its review and analysis of the documents identified above, as of August 31, 2008, the total amount owing by the dealer on its line of credit with GMAC was \$11,835,628.69. And as of July 20, 2009, after repossessing and liquidating Hiatt Pontiac's inventory, there is a deficiency of approximately \$4,204,289 owed by Hiatt Pontiac to GMAC.

GMAC is informed and believes that the following persons may have knowledge about these facts and documents: Stephen A. Hiatt, Steven M. Hiatt, Carol Hiatt, Thea Hiatt, Dean Carpenter, Melissa Branham, Don Rice, Michele Smith, Robert Halcovich, and Jennifer Rogness.

**REQUEST FOR PRODUCTION NO. 5:** Please produce any and all documents identified in your answer to the preceding interrogatory.

**RESPONSE:**

GMAC will produce all responsive documents within its possession, custody or control that have not previously been produced by either party.

**REQUEST FOR PRODUCTION NO. 6:** Please produce any and all documents referred to or related to GMAC's allegation in paragraph 29 of the First Amended Complaint that "GMAC maintains a list of all new and used vehicles for which it has provided inventory loans to Hiatt Pontiac."

**RESPONSE:**

GMAC will produce all responsive documents within its possession, custody or control that have not previously been produced by either party.

**INTERROGATORY NO. 8:** Please state with specificity all facts, identify witnesses and identify documents that support GMAC's allegation in paragraph 30 of the First Amended

Complaint that "dealer has in its inventory approximately 57 other vehicles (the 'Non Floored Vehicles') which GMAC did not finance but which are also subject to GMAC's security interest."

**ANSWER:**

GMAC objects to this interrogatory because to the extent it seeks information about "57 other vehicle," it exceeds the statutory limit of 25 interrogatories.

Subject to and without waiving the foregoing, GMAC responds that pursuant to FRCP 33(d), the answer to this interrogatory may be determined by examining, auditing, compiling, abstracting, or summarizing the business records of Hiatt Pontiac, and that the burden of deriving or ascertaining the answer will be substantially the same for either party. The answer to this interrogatory may be compiled from Hiatt Pontiac's dealer jackets, previously produced as bates nos. GMAC/Hiatt 01327-01340, 01341-01351, 02645-02667, 02153-02172, 01882-01904, 01762-01778, 02227-02248, 02087-02111, 01952-01971, 02112-02125, 02302-02316, 01905-01934, 02249-02285, 01988-02003, 02192-02226, 02173-02191, 02126-02152, 02004-02029, 01824-01846, 01935-01951, 01972-01987, 02286-02301, 02064-02086, 02030-02063, 01801-01823, 07417-07436, 01320-01326, 01170-01177, 01309-01311, 01383-01391, 01162-01169, 01204-01221, 02539-02549, 01312-01319, 01234-01247, 01148-01154, and 1178-01203.

Notwithstanding its reliance on FRCP 33(d), GMAC also responds that based on its review and analysis of the documents identified above, Hiatt Pontiac has or had the following vehicles in its possession which GMAC did not finance, but which are also subject to GMAC's security interest under the Wholesale Security Agreement:

JALC4B1K4S7	011976	1995	ISUZU CHASSIS	
1GDJG31R8Y1	208269	2000	SAVANA	01327-01340
1GBJC34KXSE	238277	1995	CHEVY K3500	
1GBKC34J7YF	408884	2000	CHEVY 3500	01341-01351
1G1AK12F657	639058	2005	CHEVY COBALT	
	008379	2004	GMC 14' BOX	
KL1TD66618B	053989	2008	CHEVY AVEO	02645-02667
1B7HF13Z7J	200550	2001	RAM	
4S2CM58V9V4	306178	1997	RODEO	
1GMDX03E4XD	338021	1999	MONTANA	
	357792	2001	NAVISTAR 24' BOX	
1FTEX14H7TK	A37482	1996	F150	
			FORD F700 DIESEL	
1GDJ7HIJ7TJ	500088	1996	GMC TOPKICK	

- 11 -



1	LIC # B43327E			UD 2600 BOX	
2	LIC #IHC		1999	CHASSIS 4700	
				EXPLORER XLT	
3	LIC # 690PA0	689314	1992	MERCEDES	
	1GTGK29U32Z	123638	2002	GMC SIERRA	02153-02172
4	1GTHK23182F	179840	2002		01882-01904
	1GDJ7H1C12J	518053	2002	GMC 24'	01762-01778
5	1B4HS48NX2F	147783	2002	DODGE	02227-02248
	4A3AC8412YE	069220	2000	MITT ECLIPSE	02087-02111
6	3GKEC16Z54G	185337	2004	YUKON	01952-01971
	1GNEL19W8WB	190774	1998	CHEVY ASTRO	02112-02125
7	1GMDX13EX3D	212942	2003	MONTANA	02302-02316
	1GTHK23U72F	249581	2002	GMC SIERRA	01905-01934
8	3GNEK13T32G	262998		CHEVY AVALANCHE	02249-02285
	1GKFK66U43J	275813	2003	YUKON	01988-02003
9	1GCGK29U1YE	328973		CHEVY SILVERADO	02192-02226
10	1B7KF2362XJ	570685	1999	DODGE	02173-02191
	WP0CA2984XU	630282	1999	PORSCHE	02126-02152
11	1J4FA49S8Y8	796111		WRANGLER	02004-02029
	1GKEK13R8XR	909971	1999	YUKON	01824-01846
12	1FTSW31P54E	A83048	2004	F350	01935-01951
	1FMRU18LXL	A98160	1999	EXPEDITION	01972-01987
13	1FMFU18L4VL	B72794	1997	FORD EXPEDITION	02286-02301
	1FTRW07312K	D77174	2002	FORD	02064-02086
14	JNAMCU2H3YG	H55168	2000	NISSAN UD	
	WBAGG83421D	N85582	2001	BMW	02030-02063
15	KNDJD736275	700178	2007	SORRENTO	
16	1G2NF52F22C	302723	2002	GRAND AM	01801-01823
	1GTDT13W41K	164923	2001	GMC SONOMA	07417-07436
17	KNAFB1216W5	713325	1993	KIA SEPHIA	
	1GDKC34J1XF	076155	1999	GMC K3500	01320-01326
18	1GDKC34J5WF	063858	1998	GMC K3500	01170-01177
	5PVNE8JV282	S50517	2008	HINO	01309-01311
19	1HTSCABM8XH	675521	1999	NAVISTAR	01383-01391
20	JBDC4B140X7	000854	1999	GMC W4500	01162-01169
	JBDC4B16377	002650	2007	GMC	
21	3VWVH69M63M	132136	2003	VW JETTA	01204-01221
	1GKER13738J	268092	2008	GMC ACADIA	
22	5T4HP41R223	350744	2002	WORKHORSE	01312-01319
	KL5JD56Z66K	409854	2006	SUZUKI FORENZA	
23	2FTZX18W3WC	A59983	1998	FORD	01234-01247
	1FDWF36F51E	B67878	2001	FORD	01148-01154
24	WBAEV33473K	L87160	2003	BMW 325	01178-01203

25 GMAC is informed and believes that the following persons may have knowledge about  
 26 these facts and documents: Stephen A. Hiatt, Steven M. Hiatt, Carol Hiatt, Thea Hiatt, Dean  
 27 Carpenter, Melissa Branham, Tony Triccoli, Bobby Anderson, and JT Curry.  
 28

**REQUEST FOR PRODUCTION NO. 7:** Please produce any and all documents identified in your answer to the preceding interrogatory.

**RESPONSE:**

GMAC will produce all responsive documents within its possession, custody or control that have not previously been produced by either party.

**INTERROGATORY NO. 9:** Please state with specificity all facts, identify witnesses and identify documents that support GMAC's allegation in paragraph 31 of the First Amended Complaint that "Hiatt Pontiac is believed to have secreted away these 57 Non-Floored Vehicles."

**ANSWER:**

GMAC objects to this interrogatory because to the extent it seeks information about "57 other vehicle," it exceeds the statutory limit of 25 interrogatories.

Subject to and without waiving the foregoing, GMAC responds as follows:

Hiatt Pontiac had the following vehicles in its possession, which GMAC did not finance, but which are also subject to GMAC's security interest under the Wholesale Security Agreement:

JALC4B1K4S7	011976	1995	ISUZU CHASSIS	
1GDJG31R8Y1	208269	2000	SAVANA	01327-01340
1GBJC34KXSE	238277	1995	CHEV K3500	
1GBKC34J7YF	408884	2000	CHEV 3500	01341-01351
1G1AK12F657	639058	2005	CHEV COBALT	
	008379	2004	GMC 14' BOX	
KL1TD66618B	053989	2008	CHEV AVEO	02645-02667
1B7HF13Z7J	200550	2001	RAM	
4S2CM58V9V4	306178	1997	RODEO	
1GMDX03E4XD	338021	1999	MONTANA	
	357792	2001	NAVISTAR 24' BOX	
1FTEX14H7TK	A37482	1996	F150	
			FORD F700 DIESEL	
1GDJ7HIJ7TJ	500088	1996	GMC TOPKICK	
LIC # B43327E			UD 2600 BOX	
LIC #IHC		1999	CHASSIS 4700	
			EXPLORER XLT	
LIC # 690PA0	689314	1992	MERCEDES	
1GTGK29U32Z	123638	2002	GMC SIERRA	02153-02172
1GTHK23182F	179840	2002		01882-01904
1GDJ7H1C12J	518053	2002	GMC 24'	01762-01778
1B4HS48NX2F	147783	2002	DODGE	02227-02248
4A3AC8412YE	069220	2000	MITA ECLIPSE	02087-02111
3GKEC16Z54G	185337	2004	YUKON	01952-01971
1GNEL19W8WB	190774	1998	CHEVY ASTRO	02112-02125

1	1GMDX13EX3D	212942	2003	MONTANA	02302-02316
2	1GTHK23U72F	249581	2002	GMC SIERRA	01905-01934
3	3GNEK13T32G	262998		CHEVY AVALANCHE	02249-02285
4	1GKFK66U43J	275813	2003	YUKON	01988-02003
5	1GCGK29U1YE	328973		CHEVY SILVERADO	02192-02226
6	1B7KF2362XJ	570685	1999	DODGE	02173-02191
7	WP0CA2984XU	630282	1999	PORSCHE	02126-02152
8	1J4FA49S8Y8	796111		WRANGLER	02004-02029
9	1GKEK13R8XR	909971	1999	YUKON	01824-01846
10	1FTSW31P54E	A83048	2004	F350	01935-01951
11	1FMRU18LXL	A98160	1999	EXPEDITION	01972-01987
12	1FMFU18L4VL	B72794	1997	FORD EXPEDITION	02286-02301
13	1FTRW07312K	D77174	2002	FORD	02064-02086
14	JNAMCU2H3YG	H55168	2000	NISSAN UD	
15	WBAGG83421D	N85582	2001	BMW	02030-02063
16	KNDJD736275	700178	2007	SORRENTO	
17	1G2NF52F22C	302723	2002	GRAND AM	01801-01823
18	1GTDT13W41K	164923	2001	GMC SONOMA	07417-07436
19	KNAFB1216W5	713325	1993	KIA SEPHIA	
20	1GDKC34J1XF	076155	1999	GMC K3500	01320-01326
21	1GDKC34J5WF	063858	1998	GMC K3500	01170-01177
22	5PVNE8JV282	S50517	2008	HINO	01309-01311
23	1HTSCABM8XH	675521	1999	NAVISTAR	01383-01391
24	JBDC4B140X7	000854	1999	GMC W4500	01162-01169
25	JBDC4B16377	002650	2007	GMC	
26	3VWVH69M63M	132136	2003	VW JETTA	01204-01221
27	1GKER13738J	268092	2008	GMC ACADIA	
28	5T4HP41R223	350744	2002	WORKHORSE	01312-01319
	KL5JD56Z66K	409854	2006	SUZUKI FORENZA	
	2FTZX18W3WC	A59983	1998	FORD	01234-01247
	1FDWF36F51E	B67878	2001	FORD	01148-01154
	WBAEV33473K	L87160	2003	BMW 325	01178-01203

Hiatt Pontiac did not turn over these vehicles, or the cash proceeds from the sale of any of these vehicles, to GMAC. GMAC is informed and believed that a number of these vehicles were removed from the Hiatt Pontiac dealership lot, and secreted away at Steven M. Hiatt's personal residence, or somewhere else, and then sold to third parties in order to prevent GMAC from taking possession of the vehicles. For example, Curry Enterprises, Inc., (dba Motors Northwest) admits that it paid \$54,000 on August 28, 2008 for fifteen units, including the following: 2001 GMC Sonoma (164923), 2003 VW Jetta (132136), 1999 Pontiac Montana (338021), 1996 Ford F150 (A37482), 1997 Isuzu Rodeo (306178), 2002 Chevy Avalanche (262998), 1998 Chevy Astro (190774), 2002 Dodge Durango (147783), 1997 Ford Expedition (B72794), 2003 Pontiac

1 Montana (212942), 2000 Chevy Silverado (328973), 2001 Dodge Ram 1500 (200550), 1999  
2 Porsche Boxster (630282), 2002 GMC Sierra (123683), and 1999 Dodge Ram 2500 (570685).

3 GMAC is informed and believes that the following persons may have knowledge about  
4 these facts and documents: Stephen A. Hiatt, Steven M. Hiatt, Carol Hiatt, Thea Hiatt, Dean  
5 Carpenter, Melissa Branham, Tony Triccoli, Bobby Anderson, and JT Curry.

6 **REQUEST FOR PRODUCTION NO. 8:** Please produce any and all documents  
7 identified in your answer to the preceding interrogatory.

8 **RESPONSE:**

9 GMAC will produce all responsive documents within its possession, custody or control  
10 that have not previously been produced by either party.

11 **INTERROGATORY NO. 10:** Please state all facts, identify witnesses and identify  
12 documents to support GMAC's allegation in paragraph 52 of the First Amended Complaint that  
13 "on September 2, 2008, after the Superior Court of Washington for Pierce County issued the TRO  
14 against Hiatt Pontiac . . . Hiatt Pontiac deposited \$50,112.23, representing GMAC's cash  
15 collateral, into its operating account for the sale of two vehicles. Thereafter, Hiatt Pontiac  
16 disbursed \$20,152.46 from its general operating account.

17 **ANSWER:**

18 On September 2, 2008, Hiatt Pontiac deposited \$50,112.23 into its general operating  
19 account at Colombia Bank, account no. xxxxx55908. Of the amount deposited, \$49,871.00  
20 represented the proceeds from two vehicles sold to the Bethel School District. Both vehicles,  
21 4KLB4B1476J801893 and 1GKFG15T271246510, were floored by GMAC.

22 GMAC is informed and believed that the balance of Hiatt Pontiac's general operating  
23 account on September 3 was just \$29,718.54. Therefore, \$20,152.46 of the cash proceeds from  
24 two vehicles sold to Bethel School District was withdrawn from Hiatt Pontiac's general operating  
25 account after the September 2 deposit.

26 This information may be found, in part, in Hiatt Pontiac's bank records, including a  
27 September 2 deposit slip and receipt, and Hiatt Pontiac's dealer jackets for 4KLB4B1476J801893  
28 and 1GKFG15T271246510, GMAC/Hiatt 03001-03040, 05638-05663.

1 GMAC is informed and believes that the following persons may have knowledge about  
2 these facts and documents: Stephen A. Hiatt, Steven M. Hiatt, Carol Hiatt, Thea Hiatt, Dean  
3 Carpenter, Melissa Branham, Jim Garland, and Don Wengler.

4 **REQUEST FOR PRODUCTION NO. 9:** Please produce any and all documents  
5 identified in your answer to the preceding interrogatory.

6 **RESPONSE:**

7 GMAC will produce all responsive documents within its possession, custody or control  
8 that have not previously been produced by either party.

9 **INTERROGATORY NO. 11:** Please identify all legal proceedings in which you have  
10 been a party at any time since January 1, 2000 involving "the enforcement of security  
11 agreements," stating: (a) the cause number, jurisdiction and venue of the suit; (b) the date it was  
12 commenced and, if applicable, the date it was dismissed; (c) the identity of, and attorneys for,  
13 each party; (d) a brief description of the allegations by you and against you; and (e) the outcome  
14 of the lawsuit (e.g., "resolved by settlement", "summary judgment granted in favor of defendant",  
15 "tried to verdict in favor of plaintiff").

16 **ANSWER:**

17 GMAC objects to this interrogatory because it is vague, ambiguous, and does not seek  
18 information relevant to any party's claim or defense. The phrase "legal proceedings" is unclear.  
19 GMAC further objects that the request is overbroad and extremely burdensome to the extent it  
20 seeks information about any and all "legal proceedings" dating as far back as 2000, and is not  
21 limited to any particular jurisdiction.

22 **INTERROGATORY NO. 12:** Please identify all legal proceedings involving GMAC  
23 since January 1, 2000, regarding GMAC's attempt to enforce a security interest against "Non  
24 Floored Vehicles," and for each proceeding state: (a) the cause number, jurisdiction and venue of  
25 the suit; (b) the date it was commenced and, if applicable, the date it was dismissed; (c) the  
26 identity of, and attorneys for, each party; (d) a brief description of the allegations by you and  
27 against you; and (e) the outcome of the proceeding (e.g., "resolved by settlement", "summary  
28 judgment granted in favor of defendant", "tried to verdict in favor of plaintiff").



1           **ANSWER:**

2           GMAC objects to this interrogatory because it is vague, ambiguous, and does not seek  
3 information relevant to any party's claim or defense. GMAC further objects that the request is  
4 overbroad and extremely burdensome to the extent it seeks information about any and all "legal  
5 proceedings" dating as far back as 2000, and is not limited to any particular jurisdiction.

6           **INTERROGATORY NO. 13:** Please describe and provide a computation of each  
7 element of damages you seek to recover against Defendant Hiatt Pontiac GMC in this case, and  
8 provide the basis of your computation for each element of damages claimed.

9           **ANSWER:**

10          GMAC further objects to this interrogatory because discovery is ongoing. Subject to and  
11 without waiving the foregoing, GMAC responds as follows:

12          \$4,306,240.16. This damage number includes the deficiency for new vehicles floored by  
13 GMAC (\$1,647,960.22), the shortfall for used vehicles floored by GMAC (\$1,091,661.98), the  
14 value of the vehicles floored by GMAC and sold "out of trust" by Hiatt Pontiac (\$1,109,671.22),  
15 and wholesale charges through June 2009 (\$345,252.03). GMAC will also seek to recover its  
16 expenses of \$111,694.71, plus attorney's fees and costs.

17          **REQUEST FOR PRODUCTION NO. 10:** Please produce any and all documents  
18 relating to the damages or underlying calculations or otherwise bearing on the damages set forth  
19 in your answer to the preceding interrogatory.

20          **RESPONSE:**

21          GMAC will produce all responsive documents within its possession, custody or control  
22 that have not previously been produced by either party.

23          **INTERROGATORY NO. 14:** Please identify all individuals whom you believe may  
24 have knowledge of any aspect of the subject matter of the preceding interrogatory or its answer.

25          **ANSWER:**

26          Don Rice, Michele Smith, Robert Halcovich, Jennifer Rogness, and Don Wengler.

27          **INTERROGATORY NO. 15:** To your knowledge, at any time since January 1, 2000,  
28 has GM or GMAC had any communication with any defendant about the possible purchase of

1 defendant Hiatt Pontiac GMC? If the answer to the preceding interrogatory is yes, please identify  
2 all persons having knowledge of such communications and any documents regarding such  
3 communications.

4 **ANSWER:**

5 GMAC objects to this interrogatory because it is compound.

6 Subject to and without waiving the foregoing, GMAC responds as follows:

7 On information and belief, based on documents produced by Hiatt Pontiac, GMAC is  
8 aware of communications between Hiatt Pontiac and GM concerning the negotiation of a possible  
9 purchase of Gilchrist Buick, Inc. by Hiatt Pontiac, as well as a possible sale of Hiatt Pontiac.  
10 GMAC was not involved in those negotiations.

11 **REQUEST FOR PRODUCTION NO. 11:** Please produce any and all documents  
12 identified in your answer to the preceding interrogatory.

13 **RESPONSE:**

14 The relevant documents have previously been produced by Hiatt Pontiac. Among others,  
15 please see HI000002-HI000032, HI00039-HI000041, HI000034-HI000035, and HI000115-  
16 HI000116.

17 **INTERROGATORY NO. 16:** Have there been any communications between GMAC  
18 and GM regarding the subject matter of this litigation? If the answer is yes, please identify all  
19 persons and all documents relating to such communications.

20 **ANSWER:**

21 GMAC objects to this interrogatory because it is vague and ambiguous. The phrase  
22 "subject matter of this litigation" is unclear. To the extent the "subject matter of this litigation"  
23 including Hiatt Pontiac's inventory, GMAC has had communication with GM about Hiatt  
24 Pontiac's inventory. See GMAC's responses to Interrogatories 20 and 21.

25 Subject to and without waiving the foregoing, GMAC responds as follows:

26 No.  
27  
28

1           **REQUEST FOR PRODUCTION NO. 12:** Please produce any and all documents  
2 identified in your answer to the preceding interrogatory.

3           **RESPONSE:**

4           N/A

5           **INTERROGATORY NO. 17:** Was GMAC aware that GM had attempted to negotiate  
6 the purchase of Hiatt Pontiac GMC at any time prior to August 2008? If the answer is yes, please  
7 identify any person with such knowledge and any documents regarding this subject matter.

8           **ANSWER:**

9           No.

10          **REQUEST FOR PRODUCTION NO. 13:** Please produce any and all documents  
11 identified in your answer to the preceding interrogatory.

12          **RESPONSE:**

13          N/A

14          **INTERROGATORY NO. 18:** Is GMAC aware of any report, evaluation, survey,  
15 recommendation and/or other communication which discusses in any way an effort by GM or  
16 GMAC to channel or reduce the number of Buick, Pontiac, and GMC brands in the Pierce County  
17 area? If the answer is yes, please identify all documents, all communications and persons with  
18 knowledge.

19          **ANSWER:**

20          Yes. GMAC is aware of communications between Hiatt Pontiac and GM, acting through  
21 its Dealer Network Development Group, concerning "channeling." GMAC's knowledge is based  
22 on documents produced by Hiatt Pontiac. Those same documents also indicate that Hiatt Pontiac  
23 agreed to keep those discussions and negotiations with GM confidential.

24          **REQUEST FOR PRODUCTION NO. .14:** Please produce any and all documents  
25 identified in your answer to the preceding interrogatory.

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1           **RESPONSE:**

2           The relevant documents have previously been produced by Hiatt Pontiac. Among others,  
3 please see HI000002-HI000032, HI00039-HI000041, HI000034-HI000035, and HI000115-  
4 HI000116.

5           **INTERROGATORY NO. 19:** Identify all experts whom you have retained or  
6 contemplate retaining for purposes of this litigation, state whether each such expert is expected to  
7 testify at trial, and state the subject matter upon which each such expert is expected to testify,  
8 indicating the substance of the facts and an opinions as to which he or she is expected to testify,  
9 and summarizing his or her opinions.

10           **ANSWER:**

11           Don Wengler. Mr. Wengler is expected to testify at trial. Please see GMAC's Rule 26(a)  
12 expert witness designation and report previously produced on July 29, 2009.

13           **REQUEST FOR PRODUCTION NO. 15:** Please produce any and all documents  
14 related to any expert identified in your answer to the preceding interrogatory, including  
15 correspondence, reports, e mails, drafts, invoices, bills, or other communications between you and  
16 the identified expert.

17           **RESPONSE:**

18           GMAC will produce all responsive documents within its possession, custody or control  
19 that have not previously been produced by either party.

20           **REQUEST FOR PRODUCTION NO. 16:** Please produce any and all documents  
21 related to every GMAC audit of Hiatt Pontiac GMC since January 1, 2003, including notes from  
22 contract workers who conducted the in dealership audits.

23           **RESPONSE:**

24           GMAC will produce all responsive documents within its possession, custody or control  
25 that have not previously been produced by either party.

26           **REQUEST FOR PRODUCTION NO. 17:** Please produce any and all documents  
27 related to GMAC's communications with Hiatt Pontiac GMC regarding GMAC's demands for  
28

1 outstanding principal reductions since January 1, 2003, and any documents reflecting principal  
2 reduction payments by Hiatt Pontiac GMC.

3 **RESPONSE:**

4 GMAC will produce all responsive documents within its possession, custody or control  
5 that have not previously been produced by either party.

6 **REQUEST FOR PRODUCTION NO. 18:** Please produce any and all documents  
7 related to interest paid by Hiatt Pontiac GMC to GMAC including the amount and date of each  
8 interest payment to GMAC from January 1, 2003 to the present.

9 **RESPONSE:**

10 GMAC will produce all responsive documents within its possession, custody or control  
11 that have not previously been produced by either party.

12 **REQUEST FOR PRODUCTION NO. 19:** Please produce any and all documents,  
13 records, summaries or reports, related to flooring payoffs paid by Hiatt Pontiac GMC from  
14 January 1, 2003, to present.

15 **RESPONSE:**

16 GMAC will produce all responsive documents within its possession, custody or control  
17 that have not previously been produced by either party.

18 **REQUEST FOR PRODUCTION NO. 20:** Please produce any and all documents  
19 related to Hiatt Pontiac GMC working capital since January 1, 2003.

20 **RESPONSE:**

21 GMAC will produce all responsive documents within its possession, custody or control  
22 that have not previously been produced by either party.

23 **REQUEST FOR PRODUCTION NO. 21:** Please produce any and all documents  
24 regarding Hiatt Pontiac GMC floored inventories valuation/outstanding from 2003 to present  
25 date.

26 **RESPONSE:**

27 GMAC will produce all responsive documents within its possession, custody or control  
28 that have not previously been produced by either party.

1           **REQUEST FOR PRODUCTION NO. 22:** Please produce any and all documents  
2 regarding communications to or from Hiatt Pontiac GMC regarding GMAC affiliate GM's  
3 Medium Duty floor plan assistance program in 2006.

4           **RESPONSE:**

5           GMAC is unable to produce any documents in response to this request for production. A  
6 diligent search and reasonable inquiry has been made in an effort to locate responsive documents.  
7 However, GMAC has been unable to locate any responsive documents in its possession, custody,  
8 or control.

9           **REQUEST FOR PRODUCTION NO. 23:** Please produce any and all documents  
10 regarding Hiatt Pontiac GMC's platinum status with GMAC since January 1, 2003.

11           **RESPONSE:**

12           GMAC will produce all responsive documents within its possession, custody or control  
13 that have not previously been produced by either party.

14           **REQUEST FOR PRODUCTION NO. 24:** Please produce any and all documents  
15 relating to any communication between GMAC and Hiatt Pontiac GMC regarding the Wholesale  
16 Security Agreement and any subsequent amendments or modifications of that Agreement.

17           **RESPONSE:**

18           GMAC will produce all responsive documents within its possession, custody or control  
19 that have not previously been produced by either party.

20           **INTERROGATORY NO. 20:** Have there been any communications between GMAC  
21 and GM regarding the repurchase and or redistribution of Hiatt Pontiac new vehicle inventory? If  
22 the answer is yes, please identify all persons involved and all documents relating to such  
23 communications.

24           **ANSWER:**

25           Yes.

26           **REQUEST FOR PRODUCTION NO. 25:** Please produce any and all documents  
27 relating to any agreements or actions between GMAC and GM or its affiliates regarding the  
28 repurchase or redistribution of Hiatt Pontiac new inventory from GMAC.

1           **RESPONSE:**

2           GMAC will produce all responsive documents within its possession, custody or control  
3 that have not previously been produced by either party.

4           **INTERROGATORY NO. 21:** Have there been any communications between GMAC  
5 and GM regarding Hiatt Pontiac's open account with GM? If the answer is yes, please identify  
6 all persons and all documents relating to such communications.

7           **ANSWER:**

8           Yes.

9           **REQUEST FOR PRODUCTION NO. 26:** Please produce any and all documents  
10 relating to communications between GMAC and GM regarding Hiatt Pontiac's open account with  
11 GM.

12           **RESPONSE:**

13           GMAC will produce all responsive documents within its possession, custody or control  
14 that have not previously been produced by either party.

15           **INTERROGATORY NO. 22:** Have there been any communications between GMAC  
16 and GM regarding Hiatt Pontiac's termination parts return with GM? If the answer is yes, please  
17 identify all persons involved and all documents relating to such communications.

18           **ANSWER:**

19           Yes.

20           **REQUEST FOR PRODUCTION NO. 27:** Please produce any and all documents,  
21 relating to communication between GMAC and GM regarding Hiatt Pontiac's termination parts  
22 return with GM.

23           **RESPONSE:**

24           GMAC will produce all responsive documents within its possession, custody or control  
25 that have not previously been produced by either party.

26           **INTERROGATORY NO. 23:** Have there been any communications between GMAC  
27 and GM regarding GM's channeling goals to reduce and or combine GM dealers in the United  
28 States? If the answer is yes, please identify all persons involved and identify related documents.

1           **ANSWER:**

2           No.

3           **REQUEST FOR PRODUCTION NO. 28:** Please produce any and all documents,  
4 relating to communication between GMAC and GM regarding GM's channeling goals to reduce  
5 and or combine GM dealers in the United States?

6           **RESPONSE:**

7           N/A

8           **INTERROGATORY NO. 24:** Have there been any communications internally by  
9 GMAC concerning Hiatt Pontiac from January 2006 to the present? If the answer is yes, please  
10 identify all persons involved and identify all related documents.

11          **ANSWER:**

12          GMAC objects to this interrogatory because it is vague, ambiguous, overbroad, and  
13 burdensome. GMAC further objects that to the extent the interrogatory seeks the identification of  
14 all internal communications within the past 4 years about Hiatt Pontiac, regardless of the subject  
15 matter, the interrogatory is not tailored to lead to the discovery of information relevant to any  
16 party's claim or defense.

17          **REQUEST FOR PRODUCTION NO. 28:** Please produce any and all GMAC internal  
18 communication documents concerning Hiatt Pontiac from January 2006 to present.  
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GMAC objects to this request for production because it is vague, ambiguous, overbroad, and burdensome. GMAC further objects that to the extent the request for production seeks the identification of all internal communications within the past 4 years about Hiatt Pontiac, regardless of the subject matter, the request is not tailored to lead to the discovery of information relevant to any party's claim or defense.

SEVERSON & WERSON  
A Professional Corporation

Attorneys for Plaintiff/Counter-Defendant  
GMAC LLC

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VERIFICATION

I, Don Rice, am the Director for  
GMAC LLC, the plaintiff and counter-defendant in this matter, and I am authorized to make this  
verification on its behalf.

I have read the foregoing document entitled "GMAC'S RESPONSES TO HIATT  
PONTIAC GMC'S FIRST INTERROGATORIES AND REQUESTS FOR PRODUCTION OF  
DOCUMENTS," and know its contents. I am informed and believe that the matters stated in  
response to the interrogatories are true.

I declare under penalty of perjury under the laws of the United States of America that the  
foregoing is true and correct and that this verification was executed on July 31, 2009, in  
Plano, Texas.





CERTIFICATE OF SERVICE

*GMAC LLC v. Hiatt Pontiac GMC Truck Inc., et al.*

USDC – Western District of Washington Tacoma Court Case No. C08-5707 RJB

I, the undersigned, declare that I am over the age of 18 and am not a party to this action. I am employed in the City of San Francisco, California; my business address is Severson & Werson, One Embarcadero Center, Suite 2600, San Francisco, CA 94111.

On the date below I served a copy, with all exhibits, of the following document(s):

**GMAC'S RESPONSES TO HIATT PONTIAC GMC'S FIRST  
INTERROGATORIES AND REQUESTS FOR PRODUCTION OF DOCUMENTS**

on all interested parties in said case addressed as follows:

Stephanie B. Bloomfield, Esq.

Victor J. Torres, Esq.

**Gordon, Thomas, Honeywell, Malanca,  
Peterson & Daheim LLP**

1201 Pacific Avenue, Suite 2100

P.O. Box 1157

Tacoma, WA 98401-1157

*Attorneys for Defendant*

*Hiatt Pontiac GMC Truck, Inc., Stephen A.*

*Hiatt, Stephen M. Hiatt, Carol Hiatt, and  
Thea Hiatt.*

Tel: (253) 620-6500

Fax: (253) 620-6565

Brian M. Born, Esq.

**Turnbull & Born PLLC**


Commerce Building, Suite 1050

950 Pacific Avenue

Tacoma, WA 98402

☒ **(BY MAIL)** By placing the envelope for collection and mailing following our ordinary business practices. I am readily familiar with the firm's practice of collecting and processing correspondence for mailing. On the same day that correspondence is placed for collection and mailing, it is deposited in the ordinary course of business with the United States Postal Service in San Francisco, California in sealed envelopes with postage fully prepaid.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. I declare that I am employed in the office of a member of the Bar of this Court at whose direction the service was made. This declaration is executed in San Francisco, California, on July 31, 2009.

  
Kimberley Byars



# EXHIBIT 4

Issued by the  
**UNITED STATES DISTRICT COURT**  
WESTERN DISTRICT OF WASHINGTON  
AT TACOMA

GMAC LLC, Plaintiff,

v.

**SUBPOENA IN A CIVIL CASE**HIATT PONTIAC TRUCK GMC, INC. et al  
Defendant(s).

Case Number C08-5707 RJB

**TO:** General Motors Company  
Registered Agent: CT Corporation System  
1801 West Bay Drive NW, #206  
Olympia, WA 98502

- ☐ YOU ARE COMMANDED to appear in the United States District court at the place, date, and time specified below to testify in the above case.

PLACE OF TESTIMONY

COURTROOM

DATE AND TIME

- ☐ YOU ARE COMMANDED to appear at the place, date, and time specified below to testify at the taking of a deposition in the above case.

PLACE OF DEPOSITION

DATE AND TIME

- ☒ YOU ARE COMMANDED to produce and permit inspection and copying of the following documents or objects at the place, date, and time specified below (list documents or objects):  
Any and all repurchase agreements between GM and GMAC in effect in 2008 that applied to GM's repurchase of vehicles from Hiatt Pontiac GMC in 2008;  
Any and all communications between GM and GMAC regarding Hiatt Pontiac in 2008;  
Any and all communications between GM and Hiatt Pontiac in 2008; and  
Any and all communications between GM and GMAC re channeling of brands in Tacoma/Pierce County.

PLACE

Gordon Thomas Honeywell LLP  
1201 Pacific Ave, Suite 2100,  
Tacoma, WA 98402

DATE AND TIME

Friday, September 25, 2009  
at 9:00 a.m.

- ☐ YOU ARE COMMANDED to permit inspection of the following premises at the date and time specified below.

PREMISES

DATE AND TIME

Any organization not a party to this suit that is subpoenaed for the taking of a deposition shall designate one or more officers, directors, or managing agents, or other persons who consent to testify on its behalf, and may set forth, for each person designated, the matters on which the person will testify. Federal Rules of Civil Procedure, 30(b)(6).

ISSUING OFFICER'S SIGNATURE AND TITLE (INDICATE IF ATTORNEY FOR PLAINTIFF OR DEFENDANT)

*Stephanie Bloomfield*

DATE

9/14/2009

ISSUING OFFICER'S NAME, ADDRESS AND PHONE NUMBER

Stephanie Bloomfield, WSBA #24251, Attorney for Defendants  
1201 Pacific Ave., Suite 2100, Tacoma WA 98402 (253) 620-6514**COPY**

**PROOF OF SERVICE**

DATE

PLACE

SERVED

SERVED ON (PRINT NAME)

MANNER OF SERVICE

SERVED BY (PRINT NAME)

TITLE

**DECLARATION OF SERVER**

I declare under penalty of perjury under the laws of the United States of America that the foregoing information contained in the Proof of Service is true and correct.

Executed on

DATE

SIGNATURE OF SERVER

ADDRESS OF SERVER

Rule 45, Federal Rules of Civil Procedure, Parts C & D:

(c) Protection of Persons Subject to Subpoenas.

(1) A party or an attorney responsible for the issuance and service of a subpoena shall take reasonable steps to avoid imposing undue burden or expense on a person subject to that subpoena. The court on behalf of which the subpoena was issued shall enforce this duty and impose upon the party or attorney in breach of this duty an appropriate sanction, which may include, but is not limited to, lost earnings and a reasonable attorney's fee.

(2)(A) A person commanded to produce and permit inspection and copying of designated books, papers, documents or tangible things, or inspection of premises need not appear in person at the place of production or inspection unless commanded to appear for deposition, hearing or trial.

(B) Subject to paragraph (d)(2) of this rule, a person commanded to produce and permit inspection and copying may, within 14 days after service of the subpoena or before the time specified for compliance if such time is less than 14 days after service, serve upon the party or attorney designated in the subpoena written objection to inspection or copying of any or all of the designated materials or of the premises. If objection is made, the party serving the subpoena shall not be entitled to inspect and copy materials or inspect the premises except pursuant to an order of the court by which the subpoena was issued. If objection has been made, the party serving the subpoena may, upon notice to the person commanded to produce, move at any time for an order to compel production. Such an order to compel production shall protect any person who is not a party or an officer of a party from significant expense resulting from the inspection and copying commanded.

(3)(A) On timely motion, the court by which a subpoena was issued shall quash or modify the subpoena if it

(i) fails to allow reasonable time for compliance;

(ii) requires a person who is not a party or an officer of a party to travel to a place more than 100 miles from the place where that person resides, is employed or regularly transacts business in person, except that, subject to the provisions of clause (c)(3)(B)(iii) of this rule, such a person may in order to attend trial be commanded to travel from any such place within the state in which the trial is held, or

(iii) requires disclosure of privileged or other protected matter and no exception or waiver applies, or  
(iv) subjects a person to undue burden.

(B) If a subpoena

(i) requires disclosure of a trade secret or other confidential research, development, or commercial information, or  
(ii) requires disclosure of an unretained expert's opinion or information not describing specific events or occurrences in dispute and resulting from the expert's study made not at the request of any party, or

(iii) requires a person who is not a party or an officer of a party to incur substantial expense to travel more than 100 miles to attend trial, the court may, to protect a person subject to or affected by the subpoena, quash or modify the subpoena or, if the party in whose behalf the subpoena is issued shows a substantial need for the testimony or material that cannot be otherwise met without undue hardship and assures that the person to whom the subpoena is addressed will be reasonably compensated, the court may order appearance or production only upon specified conditions.

(d) Duties in Responding to Subpoena.

(1) A person responding to a subpoena to produce documents shall produce them as they are kept in the usual course of business or shall organize and label them to correspond with the categories in the demand.

(2) When information subject to a subpoena is withheld on a claim that it is privileged or subject to protection as trial preparation materials, the claim shall be made expressly and shall be supported by a description of the nature of the documents, communications, or things not produced that is sufficient to enable the demanding party to contest the claim.

# EXHIBIT 5



Lisa J. Hoffman  
Legal Assistant  
General Motors Company  
400 Renaissance Center  
MC: 482-038-210  
Detroit, MI 48265-4000

Tel: 313/665-7569  
Fax: 313/665-7572

RECEIVED  
SEP 21 2009

September 18, 2009

Via 2nd Day Delivery

Stephanie Bloomfield, Esq.  
Gordon Thomas Honewell, LLP  
1201 Pacific Avenue, Suite 2100  
Tacoma, WA 98402

Dear Ms. Bloomfield:

Re: GMAC, LLC v Hiatt Pontiac GMC, Inc.  
Court Case No. C08-5707 RJB

This is in response to the subpoena received by General Motors Company on September 15, 2009 in the above matter.

Please be advised General Motors objects to the requests for the following reasons:

1. The requests are vague, overbroad and unduly burdensome to General Motors, a non-party to the subject litigation.
2. The requests require disclosure of privileged or other protected matter.
3. To the extent the documents are equally available from one of the parties to the litigation they should be produced by the parties rather than sought by GM.
4. To whatever degree the documents are not within the possession of any of the parties to the litigation, the burdens on General Motors to locate such documents that may exist, and copying and producing same, far outweigh any asserted value to any alleged issue.

Without waiving the objections and in an effort to cooperate with your discovery requests, please be advised that appropriate business unit personnel will conduct a search for responsive documents in areas where the documents are reasonably expected to be found in the usual course of business. If responsive documents are located, General Motors will make them available for your review.

September 18, 2009

Page 2

Please understand that it can take this Company at least 30 days to respond to a subpoena of this nature.

General Motors, as a non-party, is entitled to reasonable costs to search for and produce documents. GM charges 25 cents per page for those costs.

Enclosed is GM's Confidentiality Agreement. Please sign it, date it and return it to me.

Please call if you have any questions or concerns.

Thank you for your cooperation.

Sincerely,

A handwritten signature in black ink, appearing to read "Lisa J. Hoffman", with a long horizontal flourish extending to the right.

Lisa J. Hoffman

Legal Assistant

Enclosure

UNITED STATES DISTRICT COURT  
WESTERN DISTRICT OF WASHINGTON  
AT TACOMA

GMAC, LLC,

Case No. C08-5707 RJB

Plaintiff,

vs.

HIATT PONTIAC GMC, INC., et al.

Defendants.

---

CONFIDENTIALITY AGREEMENT

It is agreed by the undersigned, Stephanie Bloomfield, Esq., of the law firm of Gordon, Thomas, Honeywell, LLP, attorney for defendants, that the documents and information produced by General Motors shall be subject to confidentiality as follows:

1. The information and documents are not to be disseminated to any person, firm or entity outside the subject litigation.
2. All copies of the documents shall be identified as General Motors documents and returned to this office or destroyed at the conclusion of the subject litigation. If the documents are destroyed, General Motors will be notified of the destruction.
3. The information contained in the General Motors documents will not be disclosed to any person, firm or entities that could seek to use the information to any competitive advantage in their business.
4. Any other person, firm or entity who, through legal process requests the General Motors documents, will be advised of this Confidentiality Agreement and of the necessity of agreeing to the terms of this Agreement. If such person, firm or entity refuses to so agree, General Motors will be advised by the undersigned of such fact to enable General Motors to prevent the further dissemination of the documents.

DATED: October 2 2009

Stephanie Bloomfield  
Stephanie Bloomfield, Esq.



\*\*\*\*\*  
 \*\*\* TX REPORT \*\*\*  
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TRANSMISSION OK

TX/RX NO 0272  
 RECIPIENT ADDRESS \*60000000000913136657572  
 DESTINATION ID  
 ST. TIME 10/02 08:08  
 TIME USE 00'23  
 PAGES SENT 2  
 RESULT OK

 GORDON THOMAS HONEYWELL

**TACOMA OFFICE**

1201 Pacific Ave., Suite 2100  
 Post Office Box 1157  
 Tacoma, Washington 98401-1157

Telephone: (253) 620-6500  
 Facsimile: (253) 620-6565

Date: October 2, 2009

Send To:	Company	Fax	Telephone
Lisa J. Hoffman	GM	313-665-7572	

FROM: Stephanie Bloomfield

Client Number:

Number of Pages (Including cover sheet): 2

Return sent materials to:	Gina Mitchell	Ext. 6498	Floor 21
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**MESSAGE:** Ms. Hoffman, attached is the signed confidentiality agreement. The original will be mailed to you.

GAM:gam

# EXHIBIT 6

GORDON THOMAS HONEYWELL

Stephanie Bloomfield  
Direct: (253) 620-6514  
E-mail: sbloomfield@gth-law.com

November 2, 2009

TRANSMITTED VIA FACSIMILE  
FOLLOWED BY REGULAR MAIL  
(313) 665-7572

Lisa J. Hoffman  
General Motors Company  
400 Renaissance Center, MC 482-038-210  
Detroit, MI 48265-4000

Re: GMAC LLC v. Hiatt Pontiac GMC, Inc.  
USDC Cause No. C08-5707 RJB

Dear Ms. Hoffman:

General Motors has failed to respond to a properly served subpoena. You had requested thirty days to respond and demanded execution of a confidentiality agreement. While the confidentiality agreement was promptly returned, General Motors has failed to produce responsive materials. Please produce these to me no later than Thursday, November 5, 2009 or we will be filing a motion for contempt.

Very truly yours,

  
Stephanie Bloomfield

SB:gam

Reply to:  
Tacoma Office  
1201 Pacific Ave., Suite 2100 (253) 620-6500  
Tacoma, WA 98402 (253) 620-6565 (fax)

Seattle Office  
600 University, Suite 2100 (206) 676-7500  
Seattle, WA 98101 (206) 676-7575 (fax)

\*\*\*\*\*  
\*\*\* TX REPORT \*\*\*  
\*\*\*\*\*

TRANSMISSION OK

TX/RX NO 0377  
RECIPIENT ADDRESS \*62499300004913136657572  
DESTINATION ID  
ST. TIME 11/02 17:01  
TIME USE 00'19  
PAGES SENT 2  
RESULT OK



**TACOMA OFFICE**

1201 Pacific Ave., Suite 2100  
Post Office Box 1157  
Tacoma, Washington 98401-1157

Telephone: (253) 620-6500  
Facsimile: (253) 620-6565

Date: November 2, 2009

Send To:	Company	Fax	Telephone
Lisa J. Hoffman	GM	(313)-665-7572	

FROM: Stephanie Bloomfield

Client Number:

Number of Pages (Including cover sheet): 2

Return sent materials to:	Gina Mitchell	Ext. 6498	Floor 21
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**MESSAGE:** Letter regarding failure to comply with subpoena.

GAM:gam

# EXHIBIT 7

**Bloomfield, Stephanie L.**

---

**From:** Bloomfield, Stephanie L.  
**Sent:** Tuesday, November 03, 2009 8:49 AM  
**To:** 'Mark I. Wraight'  
**Subject:** Discovery Issues Following our CR 26 Conference Friday

Dear Mark:

In following up on our discovery conference Friday on the specific areas where I raised issues with deficiencies in GMAC's responses, I have outlined the issues and your responses briefly below. Where issues remain I have so noted in **bold**.

Issue: Omitted/Ignored Answer to Interrogatories No. 2 and No. 3 and Request for Production No. 1 Propounded by Steven M. Hiatt.

GMAC Response: The same answers would be given in response to Steven M. Hiatt's inquiries as GMAC provided in response to Stephen A. Hiatt's Interrogatories No. 5 and No. 6.

Resolution: We will accept the incorporation of GMAC's responses to Stephen A Hiatt Interrogatories No. 5 and No. 6.

Issue: Lack of response to Hiatt Pontiac Interrogatory Nos. 11 and 12 I agreed to narrow the scope of these requests to actions by GMAC to enforce paragraph 4 of the Wholesale Security Agreement.

GMAC Response: The inquiry was unduly burdensome in light of the marginal relevant information that might be revealed. GMAC's view is that the contract interpretation dispute is a legal issue and any extrinsic evidence would relate to Hiatt Pontiac and GMAC's course of dealings.

Resolution: Based upon your representation and agreement that GMAC's actions with respect to disputes or litigation with dealers other than Hiatt Pontiac is not relevant here, and will not be introduced via testimony or evidence at trial, then we will not pursue this inquiry. However, to the extent GMAC intends to rely on Halcovich's "course of dealing" with other dealers in the industry of offer opinions about WSA's in any other situation than Hiatt Pontiac's, then GMAC needs to produce the requested information.

Issue: Vague response re Hiatt Pontiac Interrogatory Nos. 20 and 22 and Requests for Production Nos. 25 and 26 seeking information about the identity of persons who were involved in communications between GMAC and GM re Hiatt inventory and open accounts. Incomplete production of documents.

GMAC Response: The documents were produced and reference to GMAC/Hiatt 11755-11975 will identify the participants.

Resolution: **Unresolved.** At a minimum any agreements or arrangements between GM and GMAC relating to GM's repurchase of Hiatt's inventory should have been produced. This information is critical to responding to GMAC's summary judgment motion on the Hiatt Pontiac counterclaims.

11/3/2009

Issue: Lack of response to Hiatt Pontiac Interrogatory No. 24 and Request for Production No. 28 seeking information about GMAC internal communications re Hiatt Pontiac from 2006-2008 and are directly relevant to the claims and counterclaims in this litigation.

GMAC Response: The identities are provided in the responsive documents that were produced – these are in the 11755-11975 range. GMAC counsel acknowledges that he did not produce every communication, but decided which were relevant and produced those.

Resolution: Unresolved. GMAC must make a diligent inquiry of all Hiatt files and involved person and produce all documents, emails, notes relating to communications with Hiatt Pontiac, information relating to the pulling of the flooring lines in August 2008, the communications relating to both audits in 2008 and GMAC's threats to close down Hiatt Pontiac if a personal guarantee and additional security were not provided. There are essentially no documents from February 2008 - August 2008 in your production. GMAC audited Hiatt Pontiac in April 2008. An Administrative Review would have begun in July 2008 (just as was done in 2007). Don Rice had some documents or communication that caused him to contact Hiatt re the additional security demands. This information is critical to responding to GMAC's pending motion. Discovery is not a process that involves the opposing counsel or opposing party deciding what they believe is relevant and producing only a self-selected subset of information. Additional missing documents include:

1. Any internal letters like GMAC 08511 (Paul to DCL 7/25/2007) Where are internal communications from Rodgness and others to DCL and other including Sheldon in 2008?
2. Notes/emails from control office to field personnel like GMAC 08518-28 (5/6/2006) there should also be similar communications between Moffitt. Jerry Vick and Ramona Salavaea.
3. The 2008 administrative review has not been produced (2007 version at 08877-982)
4. No April 2008 Audit Documents were produced
5. Documents relating to Don Rice and other GMAC personnel communications with GM Dealer Development (Gentry and others)
6. Don Rice documents, communications between with Constantine, Rodgness, and Smith re Hiatt.
7. Documents relating to any meetings or communications Vick had with Hiatt or Hiatt Pontiac.
8. All communications and instructions to/from field personnel concerning audit of Hiatt in 8/2008

There is an absolute dearth of information between February 2008 and August 2008 that must be immediately produced. Because of the timing of this matter I will be filing a motion to compel and a CR 56(f) motion today. If you can promptly provide this information I will strike the motion.

**Stephanie Bloomfield**

Attorney at Law

GORDON THOMAS HONEYWELL...

1201 Pacific Avenue, Suite 2100

11/3/2009



Tacoma, Washington 98402  
T 253 620 6514  
F 253 620 6565  
<http://www.gth-law.com>

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11/3/2009